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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
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Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER COMPROMISING AND
ALLOWING PROOF OF CLAIM NUMBERS 9120 (AB AUTOMOTIVE
ELECTRONICS LTD. AND TPG CREDIT OPPORTUNITIES FUND L.P.
AND TPG CREDIT OPPORTUNITIES INVESTORS L.P.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), AB Automotive Electronics Ltd. ("ABAE"), TPG Credit Opportunities Fund L.P. ("TPGF"), and TPG Credit Opportunities Investors L.P. ("TPGI") (TPGF and TPGI together referred to as "TPG," and TPG and ABAE together referred to as the "Claimants"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9120 (AB Automotive Electronics Ltd., TPG Credit Opportunities Fund L.P., And TPG Credit Opportunities Investors L.P.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 14, 2005, ABAE submitted a demand to the Debtors asserting a reclamation claim in the amount of \$120,000.00 (the "Reclamation Demand").

WHEREAS, on April 21, 2006, the Debtors and ABAE entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and ABAE acknowledged and agreed that the valid amount of the Reclamation Demand was \$120,000.00, subject to the Debtors' right to seek, at any time and notwithstanding ABAE's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Demand were valid.

WHEREAS, on July 7, 2006, ABAE filed proof of claim number 9120 against

DAS LLC, asserting an aggregate unsecured claim in the amount of \$160,270.22 ("Claim No. 9120") arising from product manufactured for and delivered to DAS LLC consisting of a non-priority claim in the amount of \$40,270.22 and, consistent with and subject to the terms of the Reclamation Letter Agreement, a priority claim in the amount of \$120,000.00.

WHEREAS, on December 18, 2006, ABAE assigned a portion of Claim No. 9120 to TPG in the amount of \$40,270.00 pursuant to two Notices of Transfer (Docket Nos. 6380 and 6381).

WHEREAS, on August 24, 2007, the Debtors objected to Claim No. 9120 pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate and Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected on Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, on September 17, 2007, TPG re-transferred a portion of Claim No. 9120 to ABAE, which resulted in ABAE then owning a general unsecured non-priority claim in the amount of \$22,287.88 and, consistent with and subject to the terms of the Reclamation Letter Agreement, an unsecured priority claim in the amount of \$120,000.00.

WHEREAS, on September 20, 2007, ABAE filed its Response And Objection Of AB Automotive Electronics Ltd. To Debtors' Twentieth Omnibus Claims Objection Regarding Claim No. 9120 (Docket No. 9450) (the "Response").

WHEREAS, on December 19, 2007, pursuant to the Second Amended and

Restated Final Order Under 11 U.S.C. §§ 362, 503, and 546 and Fed. R. Bankr. P. 9019 Establishing Procedures for Treatment of Reclamation Claims (Docket No. 10409) (the "Second Amended Reclamation Order"), entered by the Delphi Bankruptcy Court on October 2, 2007, the Debtors served a copy of a personalized Notice Of Treatment Of Reclamation Claim Under Plan Of Reorganization (the "Reclamation Election Notice") on ABAE with respect to the Reclamation Claim.

WHEREAS, on May 2, 2008, to resolve the Twentieth Omnibus Claims Objection with respect to Claim No. 9120, DAS LLC, ABAE, and TPG entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim No. 9120 shall be allowed against DAS LLC as general unsecured non-priority claim in the amount of \$154,772.90.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because Claim No. 9120 involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, ABAE, and TPG stipulate and agree as follows:

1. Claim No. 9120 shall be allowed in the amount of \$154,772.90 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Without limiting the preceding paragraph, ownership of Claim No. 9120 shall be reflected on the books and records of the Debtors' Claims Agent as follows:

- a. ABAE: An allowed general unsecured non-priority claim in the amount of \$136,790.56;
- b. TPGF: An allowed general unsecured non-priority claim in the amount of \$8,271.88; and
- c. TPGI: An allowed general unsecured non-priority claim in the amount of \$9,710.46.

3. Except to the extent set forth herein and the Settlement Agreement, the Response filed by ABAE shall be deemed withdrawn with prejudice and the Debtors' Twentieth Omnibus Claims Objection shall be deemed resolved.

4. Upon entry of this Stipulation by the Court, the Settlement Agreement shall become effective and enforceable against the parties thereto as if fully set forth herein; to the extent of any inconsistency between the terms of this Stipulation and the Settlement Agreement, the Settlement Agreement shall control.

So Ordered in New York, New York, this 12th day of June, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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